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Hearing Date: April 10, 2019  
Hearing Time: 10:30 a.m.

*Counsel for Voras Enterprise Inc.,  
Debtor and Debtor-in-Possession*

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK

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In re:

Chapter 11

VORAS ENTERPRISE INC.,

Case No. 1-17-45570 (NHL)

Debtor.

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**DECLARATION OF JEFFREY E. DUNSTON IN FURTHER  
SUPPORT OF CONFIRMATION OF AMENDED CHAPTER 11 PLAN**

JEFFREY E. DUNSTON, declares as follows:

1. I am over 21 years of age and fully competent to make this declaration. Unless otherwise stated, I have personal knowledge of the facts set forth in this affidavit. I make this declaration under penalty of perjury consistent with 28 U.S.C. § 1746.

2. I am the Chief Executive Officer of Voras Enterprise Inc. (the “**Debtor**” or “**Voras**”), a New York not-for-profit corporation.

3. I am acting herein on behalf of the Debtor, and I submit this declaration in further support of final approval of the *Amended Disclosure Statement* and confirmation of the Debtor’s *Amended Chapter 11 Plan*, dated June 19, 2018 (the “**Plan**”) [Docket No. 110].<sup>1</sup>

4. On July 24, 2018, the Debtor filed the *Declaration of Jeffrey E. Dunston in*

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

*Support of Confirmation of Amended Chapter 11 Plan* [Docket No. 118]. The contents of that declaration are reaffirmed and supplemented as follows.

5. On July 10, 2018, Sperber, Denenberg & Kahan, P.C., the Debtor's special real estate counsel, submitted a petition for approval of the Sale to the New York Attorney General. The petition was approved on December 14, 2018. See Exhibit A.

6. As of the last hearing before the Court, three issues remained unresolved regarding confirmation of the Debtor's Plan and consummation of the Debtor's Case. Those issues were:

(i) the Objection of the Office of the United States Trustee filed January 7, 2019 [Docket No. 140];

(ii) the ongoing negotiations between the Purchaser and Brooklyn Legal Services Corporation A, as set forth in the letter filed by counsel for the Purchaser on January 9, 2019 [Docket No. 141]; and

(iii) the request by the Purchaser for the provision of an extension of the closing date beyond the terms provided for in the Contract of Sale.

7. The Objection of the Office of the United States Trustee has been addressed in the Debtor's Response filed herewith.

8. The negotiations between the Purchaser and a tenant, Brooklyn Legal Services Corporation A, are the subject of continuing negotiations which will be memorialized and set forth in the final Confirmation Order. The form of proposed Confirmation Order is being negotiated among the constituents with the goal of submission of an agreed form of order.

9. I believe the Debtor will be able to meet all its obligations under the Plan. The expected sources and uses of the Implementation Funds are set forth on Exhibit B.

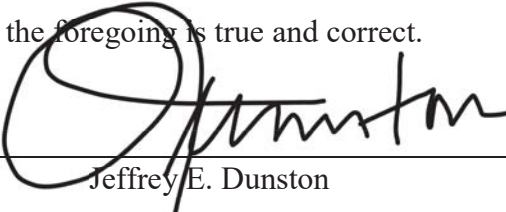
10. Attached as Exhibit C is a copy of the current claims register maintained by the

Court.

11. I maintain that the terms of the Plan are fair to all Creditors, in full compliance with the requirements of the Bankruptcy Code, and consistent with the mission and purpose of the Debtor and NEB. Therefore, I respectfully request that the Court confirm the Plan.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York  
April 9, 2019

  
\_\_\_\_\_  
Jeffrey E. Dunston

**Index to Exhibits**

- A – Approval of the New York Attorney General
- B – Sources and Uses
- C – Claims Register

**Exhibit A**

Approval of the New York Attorney General

ATTORNEY GENERAL OF THE STATE OF NEW YORK  
COUNTY OF KINGS

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In the Matter of the Application of:

**VORAS ENTERPRISE INC.**

for approval to sell substantially all of the assets of  
Voras Enterprise Inc. pursuant to Sections 510  
and 511-a of the Not-for-Profit Corporation Law of  
the State of New York

046-AL-2018-64

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1. By Petition verified on ~~July~~ <sup>December 14,</sup>, 2018, **VORAS ENTERPRISE INC.** applied to the Attorney General pursuant to Sections 510 and 511-a of the Not-for-Profit Corporation Law for approval of an application for approval to sell the property located at 601-619 Throop Avenue, Brooklyn, New York pursuant to the Contract of Sale dated as of June 18, 2018 by and among VORAS ENTERPRISE INC. ("Petitioner" or "Seller") and 619 Throop Acquisition LLC ("Purchaser"), which represents all or substantially all of the assets of Petitioner.

2. The assets that are the subject of the Petition are the real property located at 601-619 Throop Avenue, Brooklyn, New York

3. The terms of the transaction and the consideration are as follows:

- Contract of Sale dated June 18, 2018, for the sale of the Property located at 601-619 Throop Avenue, Brooklyn, New York 11216 (Block 1856, Lot 1) by VORAS ENTERPRISE INC. to 619 Throop Acquisition LLC.
- The Contract provides for the sale of the property on an "as is" "where is" basis subject to Attorney General and Bankruptcy Court approval. The Contract is for all of Petitioner's right, title and interest in and to the property, together with all related fixtures, improvements and development rights, and subject to all zoning, landmarking and other potential restrictions. The Contract also includes the assumption and assignment to the Purchaser of all commercial leases designated by the Purchaser. The Contract does not include the Petitioner's other property including books and records, cash, deposits with third parties, intellectual property, goodwill, tax attributes, claims and causes of action. Further, pursuant to the Contract, the transfer shall be free and clear of all liens, claims, interests, taxes and non-permitted encumbrances pursuant to sections 363(b) and (f), 1123(a)(5)(D) and 1129 of the Bankruptcy Code.

- The Purchase Price (as defined in the Contract) will be the sum of (i) the amount necessary to pay all Allowed Administrative, Professional, Priority, Secured, and Unsecured claims and costs of closing in the Case in Cash, in full, from the proceeds of Sale (the “100-cent Plan Amount”); and (ii) the difference between the 100-cent Plan Amount and \$12,000,000.00 (the “Charitable Contribution”). The Charitable Contribution will be paid to the Petitioner’s sole member, NEBHDCo, a 26 U.S.C. § 501(c)(3) organization, as a charitable contribution.
- The Contract Closing Date is stated as “pursuant to the confirmed chapter 11 plan and within thirty (30) days of the later of the entry of (1) bankruptcy court approval and entry of order approving this transaction free and clear and all claims, liens and taxes and non-permitted encumbrances and after which Order becomes final and non-appealable containing inter alia good faith protection under 11 U.S.C. § 363(m); or, (2) attorney general approval and letter of consent which becomes final and nonappealable, subject to any waivers.

4. The proceeds will be used for the following purposes: to repay all secured creditors in full and allow for a charitable contribution to the Petitioner’s sole member, NEBHDCo.

5. Based on a review of the Verified Petition and the exhibits thereto (and the additional documents and information requested by the Attorney General), and the verification of Jeffrey Dunston that President and Chief Executive Officer of the Corporation has complied with the provisions of the Not-for-Profit Corporation Law applicable to the sale or other disposition of all or substantially all of its assets, and neither the Petitioner or any third party having raised with the Attorney General any objections to the proposed transaction, the transaction is approved. The office of the Attorney General will assign an identification number to each petition and advise petitioner of that number. The identification number must be placed on all subsection filings and correspondence.

6. Petitioner shall provide written notice to the Attorney General that the transaction has been completed, if it has been abandoned, or if it is still pending 90 days after approval.

**New York State Attorney General**

By:  \_\_\_\_\_

Date: 12 / 14 / 18

**Exhibit B**

Sources and Uses



**In re Voras Enterprise Inc. Chapter 11 Case No. 17-45570**  
**Schedule of Claims/Proposed Uses on Sale (Estimates/Assumptions)**

**DRAFT**

**SOURCES**

Implementation Funds (per Contract of Sale and Plan) [Purchase Price + Charitable Contribution = \$12 Million]		<b>\$12,000,000.00</b>
Extension Fee		<b>\$40,000.00</b>
		<b>\$12,040,000.00</b>

**USES**

	Projected as of March 31	Projected as of April 30, 2019	Projected as of May 31, 2019	Projected as of June 30, 2019
Pre-Petition Tax Certificates held by MTAG Services, LLC	\$241,444.48	\$245,042.56	\$248,694.26	\$252,395.83
Pre-Petition Mechanics Lien held by New York Design Architects, LLP	\$47,804.46	\$47,854.24	\$47,904.07	\$48,203.47
New York City Water Board [New York City Department of Environmental Protection]	\$42,422.41	\$44,591.81	\$47,106.41	\$47,341.85
New York City Office of Administrative Trials and Hearings	\$6,607.98	\$6,657.52	\$6,707.43	\$6,757.72
New York City Department of Finance (Property Taxes Assessed Semi-Annually)	\$107,527.39	\$107,531.95	\$107,536.51	\$210,290.86
Fire Department Summons	\$29,817.19	\$29,848.24	\$29,879.32	\$29,910.43
124 NY Inc Payoff Amount	\$8,583,834.08	\$8,583,834.08	\$8,583,834.08	\$8,583,834.08
Office of the U.S. Trustee Fee	\$115,400.00	\$115,500.00	\$115,600.00	\$116,700.00
Archer & Greiner, P.C. (Counsel)	\$715,000.00	\$715,000.00	\$725,000.00	\$725,000.00
Keen-Summit Capital Partners Real Estate Advisory Fee (5% of \$12,000,000.00)	\$577,012.32	\$577,356.36	\$578,220.30	\$583,672.86
Sperber Denenberg & Kahan, P.C. (Special Real Estate Counsel)	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00
IRS	\$13,417.90	\$13,431.87	\$13,445.86	\$13,459.86
Con Ed	\$56,141.91	\$56,200.37	\$56,258.89	\$56,317.47
Imperial Fire Protection Systems	\$22,203.39	\$22,226.51	\$22,249.65	\$22,272.82
<b>PROJECTED SUBTOTAL =</b>	<b>\$10,578,633.51</b>	<b>\$10,585,075.51</b>	<b>\$10,602,436.78</b>	<b>\$10,716,157.25</b>
NEB	\$938,625.18	\$939,407.95	\$940,189.58	\$940,972.76
<b>PROJECTED TOTAL =</b>	<b>\$11,517,258.69</b>	<b>\$11,524,483.46</b>	<b>\$11,542,626.36</b>	<b>\$11,657,130.01</b>

**PROJECTED ALLOWED CLAIMS; ALL RIGHTS RESERVED; ALL NUMBERS ARE ESTIMATES SUBJECT TO VERIFICATION AND RECONCILIATION AS OF CLOSING.**

**Exhibit C**

Claims Register

# Eastern District of New York Claims Register

[1-17-45570-nhl Voras Enterprise Inc.](#)

**Judge:** Nancy Hershey Lord

**Chapter:** 11

**Office:** Brooklyn

**Last Date to file claims:** 03/09/2018

**Trustee:**

**Last Date to file (Govt):** 04/24/2018

<b>Creditor:</b> (9125622) Internal Revenue Service Centralized Insolvency Operations PO Box 7346 Philadelphia PA 19101-7346	<b>Claim No: 1</b> <i>Original Filed</i> <i>Date:</i> 11/17/2017 <i>Original Entered</i> <i>Date:</i> 11/17/2017 <i>Last Amendment</i> <i>Filed:</i> 02/05/2019 <i>Last Amendment</i> <i>Entered:</i> 02/05/2019	<b>Status:</b> <i>Filed by:</i> CR <i>Entered by:</i> Lynn R Sexton <i>Modified:</i>
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Amount	claimed:	\$15528.00	<input type="text"/>	<input type="text"/>	<input type="text"/>
Secured	claimed:	\$0.00	<input type="text"/>	<input type="text"/>	<input type="text"/>
Priority	claimed:	\$15528.00	<input type="text"/>	<input type="text"/>	<input type="text"/>

<b>History:</b>					
<a href="#">Details</a>	<input type="text"/>	<a href="#">1-1</a>	11/17/2017	Claim #1 filed by Internal Revenue Service, Amount claimed: \$12860.00 (Sexton, Lynn)	
<a href="#">Details</a>	<input type="text"/>	<a href="#">1-2</a>	01/25/2018	Amended Claim #1 filed by Internal Revenue Service, Amount claimed: \$11860.00 (Sexton, Lynn)	
<a href="#">Details</a>	<input type="text"/>	<a href="#">1-3</a>	02/05/2019	Amended Claim #1 filed by Internal Revenue Service, Amount claimed: \$15528.00 (Sexton, Lynn)	

<b>Description:</b>
<b>Remarks:</b>

<b>Creditor:</b> (9147462) CONSOLIDATED EDISON COMPANY OF NEW YORK, INC BANKRUPTCY GROUP 4 IRVING PLACE, ROOM 1875-S NEW YORK, NY 10003	<b>Claim No: 2</b> <i>Original Filed</i> <i>Date:</i> 11/28/2017 <i>Original Entered</i> <i>Date:</i> 11/28/2017	<b>Status:</b> <i>Filed by:</i> CR <i>Entered by:</i> Wendy Moya <i>Modified:</i>
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Amount	claimed:	\$55156.20	<input type="text"/>	<input type="text"/>	<input type="text"/>
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<b>History:</b>					
<a href="#">Details</a>	<input type="text"/>	<a href="#">2-1</a>	11/28/2017	Claim #2 filed by CONSOLIDATED EDISON COMPANY OF NEW YORK, INC, Amount claimed: \$55156.20 (Moya, Wendy)	

<b>Description:</b>
<b>Remarks:</b>

<b>Creditor:</b> (9155174) 124 NY Inc.	<b>Claim No: 3</b> <i>Original Filed</i> <i>Date:</i> 12/05/2017	<b>Status:</b> <i>Filed by:</i> CR
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124-19 Metropolitan Avenue Kew Gardens, NY 11415		Original Entered Date: 12/05/2017	Entered by: Ronald M Terenzi Modified:
Amount	claimed:	\$7491288.33	
Secured	claimed:	\$7491288.33	
<b>History:</b>			
<a href="#">Details</a>	<a href="#">3-1</a>	12/05/2017	Claim #3 filed by 124 NY Inc., Amount claimed: \$7491288.33 (Terenzi, Ronald)
<b>Description:</b>			
<b>Remarks:</b>			

Creditor: (9181389) New York City Water Board Andrew Rettig Assistant Counsel 59-17 Junction Boulevard Elmhurst, NY 11373-5108		Claim No: 4 Original Filed Date: 01/22/2018 Original Entered Date: 01/22/2018	Status: Filed by: CR Entered by: Modified:
Amount	claimed:	\$35239.34	
Secured	claimed:	\$35239.34	
<b>History:</b>			
<a href="#">Details</a>	<a href="#">4-1</a>	01/22/2018	Claim #4 filed by New York City Water Board, Amount claimed: \$35239.34 (admin)
<b>Description:</b>			
<b>Remarks:</b> (4-1) Account Number (last 4 digits):8001			

Creditor: (9182994) NYC Office of Administrative Trials and Hearings 100 Church Street, 12th Fl. New York, NY 10007		Claim No: 5 Original Filed Date: 01/24/2018 Original Entered Date: 01/24/2018	Status: Filed by: CR Entered by: Modified:
Amount	claimed:	\$5320.64	
Secured	claimed:	\$5320.64	
<b>History:</b>			
<a href="#">Details</a>	<a href="#">5-1</a>	01/24/2018	Claim #5 filed by NYC Office of Administrative Trials and Hearings, Amount claimed: \$5320.64 (admin)
<b>Description:</b>			
<b>Remarks:</b>			

Creditor: (9125636) <a href="#">History</a> NYC Dept of Finance Attn: Legal Affairs 345 Adams St 3rd Floor Brooklyn NY 11201		Claim No: 6 Original Filed Date: 01/25/2018 Original Entered Date: 01/25/2018	Status: Filed by: CR Entered by: tmg Modified:
<b>History:</b>			
<a href="#">Details</a>	<a href="#">6-1</a>	01/25/2018	Claim #6 filed by NYC Dept of Finance, Amount claimed: \$95434.75 (tmg)
<b>Description:</b> (6-1) Administrative Expense Claim			
<b>Remarks:</b>			

Amount	claimed:	\$95434.75		
Priority	claimed:	\$95434.75		
<b>History:</b>				
<a href="#">Details</a>		<a href="#">6-1</a>	01/25/2018	Claim #6 filed by NYC Dept of Finance, Amount claimed: \$95434.75 (tmg)
<b>Description:</b> (6-1) Administrative Expense Claim				
<b>Remarks:</b>				

<b>Creditor:</b> (9199911) Imperial Fire Protection System, Inc. 50-14 39th Street Long Island City, NY 11104	<b>Claim No: 7</b> <i>Original Filed</i> <i>Date:</i> 02/21/2018 <i>Original Entered</i> <i>Date:</i> 02/22/2018	<b>Status:</b> <i>Filed by:</i> CR <i>Entered by:</i> cns <i>Modified:</i>		
Amount	claimed:	\$21813.47		
<b>History:</b>				
<a href="#">Details</a>		<a href="#">7-1</a>	02/21/2018	Claim #7 filed by Imperial Fire Protection System, Inc., Amount claimed: \$21813.47 (cns)
<b>Description:</b>				
<b>Remarks:</b>				

<b>Creditor:</b> (9204937) New York Design Architects, LLP 175 West Broadway New York, NY 10013 212-680-0140	<b>Claim No: 8</b> <i>Original Filed</i> <i>Date:</i> 02/28/2018 <i>Original Entered</i> <i>Date:</i> 02/28/2018	<b>Status:</b> <i>Filed by:</i> CR <i>Entered by:</i> Anthony DeGuerre <i>Modified:</i>		
Amount	claimed:	\$47165.18		
Secured	claimed:	\$47165.18		
<b>History:</b>				
<a href="#">Details</a>		<a href="#">8-1</a>	02/28/2018	Claim #8 filed by New York Design Architects, LLP, Amount claimed: \$47165.18 (DeGuerre, Anthony)
<b>Description:</b> (8-1) Architectural Services				
<b>Remarks:</b>				

<b>Creditor:</b> (9211982) Brooklyn Legal Services Corp. A 260 Broadway Brooklyn, NY 11211	<b>Claim No: 9</b> <i>Original Filed</i> <i>Date:</i> 03/09/2018 <i>Original Entered</i> <i>Date:</i> 03/09/2018	<b>Status:</b> <i>Filed by:</i> CR <i>Entered by:</i> Daniel A Lowenthal <i>Modified:</i>		
Amount	claimed:	\$47038.32		
<b>History:</b>				
<a href="#">Details</a>		<a href="#">9-1</a>	03/09/2018	Claim #9 filed by Brooklyn Legal Services Corp. A, Amount claimed: \$47038.32 (Lowenthal, Daniel)
<b>Description:</b> (9-1) Proof of Claim with Addendum to Proof of Claim of Brooklyn Legal Services Corp. A Against Voras Enterprises Inc.				
<b>Remarks:</b>				

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<b>Creditor:</b> (9212422) NEBHDCo 132 Ralph Avenue Brooklyn, NY 11233 718-453-9490		<b>Claim No: 10</b> <i>Original Filed</i> Date: 03/09/2018 <i>Original Entered</i> Date: 03/09/2018 <i>Last Amendment</i> Filed: 03/09/2018 <i>Last Amendment</i> Entered: 03/09/2018		<b>Status:</b> <i>Filed by:</i> CR <i>Entered by:</i> Jacqueline Handel <i>Modified:</i>	
<u>Amount</u>	<u>claimed:</u>	\$922280.48			
<b>History:</b>					
<a href="#">Details</a>		<a href="#">10-1</a>	03/09/2018	Claim #10 filed by NEBHDCo, Amount claimed: \$92220.48 (Handel, Jacqueline)	
<a href="#">Details</a>		<a href="#">10-2</a>	03/09/2018	Amended Claim #10 filed by NEBHDCo, Amount claimed: \$922280.48 (Handel, Jacqueline)	
<b>Description:</b>					
<b>Remarks:</b> (10-2) Prior Claim Amount Was Inadvertently Incorrectly Entered					

## Claims Register Summary

**Case Name:** Voras Enterprise Inc.

**Case Number:** 1-17-45570-nhl

**Chapter:** 11

**Date Filed:** 10/26/2017

**Total Number Of Claims:** 10

<b>Total Amount Claimed*</b>	\$8736264.71
<b>Total Amount Allowed*</b>	

\*Includes general unsecured claims

**The values are reflective of the data entered. Always refer to claim documents for actual amounts.**

	<b>Claimed</b>	<b>Allowed</b>
<b>Secured</b>	\$7579013.49	
<b>Priority</b>	\$110962.75	
<b>Administrative</b>		

<b>PACER Service Center</b>			
<b>Transaction Receipt</b>			
04/09/2019 17:18:47			
<b>PACER Login:</b>	ag001999:5735929:4681322	<b>Client Code:</b>	
<b>Description:</b>	Claims Register	<b>Search Criteria:</b>	1-17-45570-nhl Filed or Entered From: 3/20/2000 Filed or Entered To: 12/31/2019
<b>Billable</b>	2	<b>Cost:</b>	0.20

<b>Pages:</b>			
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